

**SPECIAL POWER OF ATTORNEY**

**of representation at the Ordinary General Meeting of Shareholders of BIOFARM S.A.  
with office in Bucharest, Str. Logofatul Tautu, nr. 99, sector 3, TIN 341563, J40/199/1991,  
share capital RON 98,537,535.00, fully subscribed and paid-up**

The undersigned \_\_\_\_\_ [surname and given name(s) of the natural person shareholder], identified with \_\_\_\_\_ [identity document], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having the domicile in \_\_\_\_\_, and PIN \_\_\_\_\_,

or

The Company \_\_\_\_\_ [name of the legal person shareholder], with registered office in \_\_\_\_\_, registered with the Trade Register under No. J \_\_\_\_/\_\_\_\_/\_\_\_\_, tax identification number \_\_\_\_\_, legally represented by \_\_\_\_\_,\* [surname and given name(s) of the legal representative]

a shareholder on **the reference date 12.04.2019** of BIOFARM S.A. – Romanian legal person, with office in Bucharest, Str. Logofatul Tautu, nr. 99, sector 3, registered with the Trade Register Office under No. J40/199/1991, Tax identification number 341563, holder of \_\_\_\_\_ shares, representing \_\_\_\_\_% from the total number of 985,375,350 shares issued by the Company, which confers me \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the total number of voting rights, do hereby empower:

➤ Mr/Mrs\*\* \_\_\_\_\_ [surname and given name(s)] domiciled \_\_\_\_\_, identified with \_\_\_\_\_ [identity document], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having PIN \_\_\_\_\_ [elected representative]

➤ The Company \*\* \_\_\_\_\_ [name] with office in \_\_\_\_\_, TIN \_\_\_\_\_, J \_\_\_\_/\_\_\_\_/\_\_\_\_ by legal representative Mr/Mrs \_\_\_\_\_ [surname and given name(s)] domiciled \_\_\_\_\_, identified with \_\_\_\_\_ [identity document], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having PIN \_\_\_\_\_ [elected representative]

or

➤ Mr/Mrs\*\* \_\_\_\_\_ [surname and given name(s)] domiciled \_\_\_\_\_, identified with \_\_\_\_\_ [identity document], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having PIN \_\_\_\_\_ [alternate representative]

➤ The Company \*\* \_\_\_\_\_ [name] with office in \_\_\_\_\_, TIN \_\_\_\_\_, J\_\_\_\_/\_\_\_\_/\_\_\_\_ by legal representative Mr/Mrs \_\_\_\_\_ [surname and given name(s)] domiciled \_\_\_\_\_, identified with \_\_\_\_\_ [identity document], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having PIN \_\_\_\_\_ [alternate representative]

*In case you wish to appoint several alternate representatives, please contact the Company at the telephone number 021.301.06.84 during business days in order to submit an appropriate special power of attorney with the number of alternate representatives you wish to appoint.*

to represent me in the Ordinary General Meeting of Shareholders of the Company BIOFARM S.A. that will take place on **23/24.04.2019, starting with 12 o'clock** at the registered office of Romania, Bucharest, str. Logofatul Tautu nr. 99, sector 3, to cast the voting right afferent to the shares held by the undersigned \*\*\*/ company \*\*\*\*, as follows:

O.G.M.S. AGENDA	FOR	AGAINST	ABSTENTION
1. Approval of individual financial statements for the year concluded on 31 December 2018 drafted in compliance with IFRS adopted by the European Union, based on the reports presented by the Board of Directors and by the financial auditor.			
2. Approval of the discharge from administration for 2018.			
3. Approval of the net profit distribution realised in 2018 and of <b>the gross dividend of 0,010 lei per share.</b>			
a) Approval of the net profit distribution realised in 2018, as follows: Legal reserves: 2.358.687 lei Tax benefits reserve 2018: 886.988 lei Other reserves: 25.325.511 lei Dividends: 9.853.754 lei			
b) Approval of the gross dividend of 0,010 lei/share.			
4. Approval of the distribution of dividends starting with <b>05.09.2019, which is the payment date</b> - in compliance with the provisions of Art. 86 (2) of Law No. 24/2017 and Art. 178 (2) from the F.S.A. Regulation No. 5/2018, shareholders bearing the distribution expenses, as well as setting the deadline for keeping the dividends at the shareholders' disposal.			
a) Approval of dividends distribution starting with 05.09.2019, which is the payment date.			
b) Approval for shareholders to bear the dividends distribution expenses.			
c) Approval of the deadline for keeping the dividends at the shareholders' disposal, respectively of 3 years calculated from the payment date.			
5. Empowerment of the Board of Directors to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force.			

O.G.M.S. AGENDA		FOR	AGAINST	ABSTENTION
6. Approval of the income and expenses budget on 2019.				
7. Approval of a performance bonus for the period 01.01.2018 - 22.06.2018 for the activity as General Manager of Mr. Danut Vasile in the amount of 25.000 euro net in LEI at the NBR's exchange rate on the date of payment.				
8. Approval of a net budget of maximum 1% from the operational profit for rewarding the members of the Board of Directors for meeting the budget of 2019, as well as the approval of the delegation to the B.D. of the competence to allocate the amounts.				
9. Approval of the management and investment program for 2019.				
a) Approval of construction works and fixed asset acquisitions in a total amount of 36.991.243 lei.				
10. Approval of the registration to other reserves of dividends unclaimed by shareholders afferent to the financial year of 2014.				
11. Appointment of the external financial auditor and establishment of the minimum duration of its contract, due to the expiry of the external financial auditor contract.				
a) Appointment of the external financial auditor, respectively the Company BDO AUDIT S.R.L., due to the expiry of the external financial auditor's contract.				
b) Fixing the minimum duration of the external financial auditor's contract, respectively 1 (one) year.				
12. Election of a number of two (2) members in the Board of Directors for a period equal to the mandate difference that remained to be executed by the Board of Directors in operation.				
12.1.	VICOL Catalin Constantin			
12.2.	LAKIS Nabil			
13. Empowering the Board of Directors to identify new company development opportunities by acquiring local pharmaceutical companies or local brands that would lead to market share growth and the development of Biofarm's portofolio of products and / or international pharmaceutical companies, for the company's development on the international plan.				
14. Approval of the date of <b>20.08.2019 as the registration date</b> in compliance with the provisions of Art. 86 (1) of Law No. 24/2017.				

O.G.M.S. AGENDA	FOR	AGAINST	ABSTENTION
15. Approval of the date of <b>19.08.2019 as ex-date</b> in compliance with the provisions of Art. 176 (1) from the F.S.A. Regulation No. 5/2018 and Art. 2 (2) letter I from the F.S.A. Regulation No. 5/2018.			
16. Approval of the mandating of Mr Andrei HREBENCIUC – Chairman of the Board of Directors for signing all the documents issued following the Ordinary General Meeting of Shareholders.			

Date of the special power of attorney \_\_\_\_\_

\*\*\*\*\* \_\_\_\_\_ [signature/stamp]

\*\*\*\*\* \_\_\_\_\_ [surname, given name(s)]

#### DOCUMENTS ACCOMPANYING THE SPECIAL POWER OF ATTORNEY

- **natural person shareholders:** Copy of the shareholder's identity document, which must allow his/her identification in the company's shareholders' register, held by the Depozitarul Central S.A.
- **legal person shareholders or entities with no legal personality:** In case the shareholders' register does not contain data regarding the quality of legal representative or they are not updated; this quality is proved with a confirmation of company details in original or in a certified true copy, issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the General Meeting, which would allow identifying the legal representative. The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator in Romanian or in English language.

**Mention: In all cases, the natural persons empowered by a special power of attorney shall be identified with the identity document at the O.G.M.S.**

#### Note:

- \* to be filled in only for legal person shareholders
- \*\* to be completed with the name/designation of the chosen representative and of the alternate representative, if the case may be
- \*\*\* applicable only in case of natural person shareholders
- \*\*\*\* applicable only in case of legal persons
- \*\*\*\*\* in case of natural persons, the document shall be signed by hand; in case of legal person shareholders, the document shall be signed by hand and the valid stamp shall be affixed (if the case may be)
- \*\*\*\*\* in case of legal persons, the name and position of the legal representative is specified.